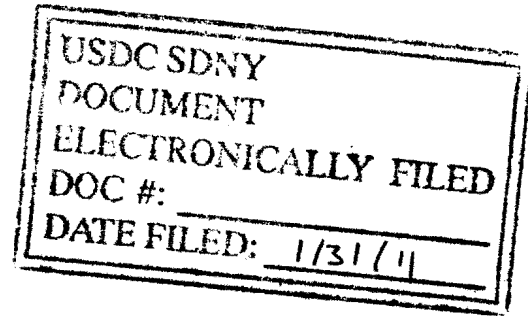


Griesa, J

PILLSBURY WINTHROP SHAW PITTMAN LLP
Maria T. Galeno
Kenneth W. Taber
Greg T. Lembrich
1540 Broadway
New York, NY 10036-4039
Tel.: (212) 858-1000



*Attorneys for Defendants New York Life Insurance
Company and New York Life Insurance and Annuity Corporation*

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In re TREMONT SECURITIES LAW,
STATE LAW AND INSURANCE
LITIGATION

Master Docket No. 08-Civ-11117 (TPG)

CLASS ACTION

This Document Relates To:

INSURANCE ACTION, 09-Civ-557

STIPULATION AND ORDER OF SUBSTITUTION OF COUNSEL

IT IS HEREBY STIPULATED AND AGREED, by and between the undersigned, that the law firm of Pillsbury Winthrop Shaw Pittman LLP is hereby substituted for Jorden Burt LLP as counsel of record for Defendants New York Life Insurance Company and New York Life Insurance and Annuity Corporation in the above-captioned action. Pillsbury Winthrop Shaw Pittman LLP requests that a copy of all papers henceforth served in this action be served upon Maria T. Galeno, Kenneth W. Taber, and Greg T. Lembrich at the firm's office located at 1540 Broadway, New York, New York 10036.

New York Life Insurance Company and New York Life Insurance and Annuity Corporation are Defendants in the action captioned *Prickett v. Massachusetts Holding LLC, et al.*, formerly Docket No. 09-Civ.-03137 (TPG), which was consolidated with this

action by order of the Honorable Thomas P. Griesa, United States District Judge, dated May 1, 2009.

The supporting affidavit of Maria T. Galeno is attached hereto pursuant to Local Civil Rule 1.4.

This substitution does not waive or otherwise impair any claims or defenses that Defendants New York Life Insurance Company and New York Life Insurance and Annuity Corporation may have available to them.

This Stipulation may be executed in counterpart.

Dated: January 26, 2011

Respectfully submitted,

By: _____

Ben V. Seessel
Jeffrey L. Williams
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175 Powder Forest Drive
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By: _____

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Email: maria.galeno@pillsburylaw.com
kenneth.taber@pillsburylaw.com
greg.lembrich@pillsburylaw.com

SO ORDERED:

Dated: New York, New York
January __, 2011

U.S.D.J.

action by order of the Honorable Thomas P. Griesa, United States District Judge, dated May 1, 2009.

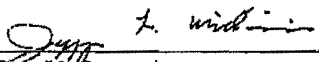
The supporting affidavit of Maria T. Galeno is attached hereto pursuant to Local Civil Rule 1.4.

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This Stipulation may be executed in counterpart.

Dated: January __, 2011

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kenneth.taber@pillsburylaw.com
greg.lembrich@pillsburylaw.com

SO ORDERED:

Dated: New York, New York
January __, 2011

U.S.D.J.

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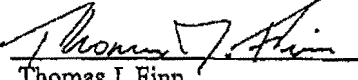
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Dated: January __, 2011

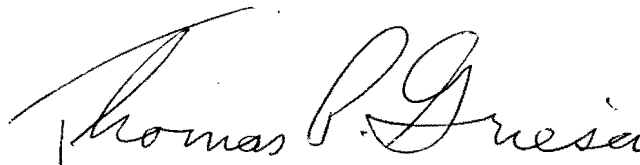
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SO ORDERED:

Dated: New York, New York
January 21, 2011



U.S.D.J.

